

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE  
DISTRICT OF MARYLAND, BALTIMORE DIVISION

ENTERED

MAR 22 2002

CLERK'S OFFICE  
U.S. BANKRUPTCY COURT  
DISTRICT OF MARYLAND  
BALTIMORE

In re: )  
USinternetworking, Inc., *et al.*, ) Case Nos. 02-5-0215-SD  
) Through 02-5-0219-SD  
) (Chapter 11)  
)  
) (Jointly Administered under  
Debtors. ) Case No. 02-5-0215-SD)

**ORDER: (I) APPROVING THE MANNER OF NOTICE OF THE  
DISCLOSURE STATEMENT HEARING; (II) ESTABLISHING A  
RECORD DATE; (III) APPROVING THE DISCLOSURE  
STATEMENT; (IV) ESTABLISHING NOTICE AND OBJECTION  
PROCEDURES FOR CONFIRMATION OF  
THE PLAN; (V) APPROVING SOLICITATION PACKAGES  
AND PROCEDURES FOR DISTRIBUTION;  
(VI) APPROVING FORMS OF BALLOTS AND  
ESTABLISHING PROCEDURES FOR VOTING ON THE PLAN;  
AND (VII) ESTABLISHING PROCEDURES TO DETERMINE  
CURE AMOUNTS AND OBJECTIONS FOR CERTAIN  
EXECUTORY CONTRACTS AND UNEXPIRED  
LEASES TO BE ASSUMED BY THE DEBTORS**

Upon the motion, dated February 15, 2002 (the "Motion"), as modified by that certain amended motion dated March 21, 2002, of USinternetworking, Inc., *et al.*, as debtors and debtors in possession (collectively, the "Debtors"), seeking an order (i) approving the manner of notice of the hearing (the "Disclosure Statement Hearing") to consider approval of the disclosure statement relating to the Debtors' Second Amended Chapter 11 Plan, dated March 19, 2002 (the "Disclosure Statement"); (ii) establishing, for voting purposes only, a record date for the holders of claims; (iii) approving the Disclosure Statement; (iv) establishing notice and objection procedures for confirmation of the Debtors' Second Amended Chapter 11 Plan, dated March 19, 2002 (as the same may be amended, the "Plan"); (v) approving the Solicitation Packages (as defined below) and procedures for distribution; (vi) approving forms of ballots and establishing procedures for voting on the Plan; and (vii) establishing procedures to determine cure amounts

AS updated and refiled on March 22, 2002

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cure amounts and objections for certain executory contracts and unexpired leases to be assumed by the Debtors, as more fully set forth in the Motion; and it appearing that the Court has jurisdiction over this matter; and due and sufficient notice of the Motion and this order having been provided, and it appearing that no other or further notice need be provided; and it further appearing that the relief requested in the Motion is in the best interests of the Debtors, their creditors, and all parties in interest; and the Court having determined that the legal and factual basis set forth in the Motion establish just cause for the relief granted herein;

IT IS HEREBY FOUND THAT:

1. The Disclosure Statement contains adequate information within the meaning of section 1125 of title 11 of the United States Code (the "Bankruptcy Code").

2. The forms of the ballots (the "Ballots") and master ballots (the "Master Ballots"), which are annexed to the Motion as Exhibit C, are sufficiently consistent with Official Form No. 14 and adequately address the particular needs of these chapter 11 cases and are appropriate for each class of claims or interests entitled under the Plan to vote to accept or reject the Plan.

3. Ballots need not be provided to (i) unimpaired Claims in Classes 2 (Miscellaneous Secured Claims), 3 (Miscellaneous Priority Claims) and 9 (Interdebtor Claims), because they are conclusively presumed to accept the Plan, and (ii) holders of Interests in Class 10 (Interests) or Claims in Classes 8 (Convertible Subordinated Note § 510(b) Claims) and 11 (Section 510(c) Claims), because they will retain and receive no property under the Plan and, therefore, are deemed to reject the Plan.

4. The period, set forth below, during which the Debtors may solicit acceptances to the Plan is a reasonable period of time for creditors to make an informed decision to accept or reject the Plan.

5. The procedures for the solicitation and tabulation of votes to accept or reject the Plan (as more fully set forth in the Motion) provide for a fair and equitable voting process and are consistent with section 1126 of the Bankruptcy Code.

6. The procedures set forth below regarding notice (the "Confirmation Hearing Notice") to all creditors of the time, date, and place of the hearing to confirm the Plan (the "Confirmation Hearing") and the contents of the Solicitation Package comply with Rules 2002 and 3017 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and constitute sufficient notice to all interested parties.

NOW, THEREFORE, It is this 22<sup>nd</sup> day of March 2002, by the United States Bankruptcy Court for the District of Maryland,

ORDERED that the Motion is granted; and it is further

ORDERED that objections to the Motion and/or the Disclosure Statement, except to the extent such objections have been withdrawn or resolved on the record of the Disclosure Statement Hearing, are overruled; and it is further

ORDERED that capitalized terms not otherwise defined herein shall have the same meaning as set forth in the Motion; and it is further

ORDERED that the Disclosure Statement is approved in all respects and as containing "adequate information" within the meaning of section 1125 of the Bankruptcy Code, and the Debtors are hereby authorized and empowered to solicit acceptances of the Plan in accordance with this Order; and it is further

ORDERED that the manner of notice of the time set for the hearing to consider, and the procedures utilized in connection with preparing and filing objections to, the approval of the Disclosure Statement was adequate; and it is further

ORDERED that Solicitation Packages including Ballots (and Master Ballots as appropriate) are to be distributed to (i) the holders of impaired claims in Classes 1 (Equipment Lease Secured Claims), 4 (General Unsecured Claims), 5 (Senior Creditor Claims), 6 (Convertible Subordinated Note Claims), and 7 (Convenience Claims) under the Plan, which Classes are entitled to vote to accept or reject the Plan, *provided, however*, that holders of claims that are scheduled as contingent, unliquidated or disputed for which no proof of claim has been filed shall not receive Ballots; and it is further

ORDERED that Ballots sent to holders of Equipment Lease Secured Claims in Class 1 shall provide that if such holders vote to accept the Plan or fail to timely vote on the Plan, such holders will be deemed to have elected to be treated in accordance with Alternative A, pursuant to Section 5.01(I) of the Plan. The Class 1 Ballot shall further provide that if such holders vote to reject the Plan, such holders will be deemed to have elected to be treated in accordance with Alternative B, pursuant to Section 5.01(II) of the Plan; and it is further

ORDERED that with respect to the Ballots to be distributed to Class 6 (Convertible Subordinated Note Claims), the Debtors are authorized to send Ballots to record holders of the Senior Subordinated Note Claims, including, without limitation, brokers, banks, dealers or other agents or nominees (collectively, the "Master Ballot Agents"), and that the Debtors shall provide each Master Ballot Agent with receive reasonably sufficient copies of the Solicitation Packages (including Ballots) to distribute to the beneficial owners of claims for whom such Master Ballot Agent holds the Senior Subordinated Note Claims, and the Debtors shall be responsible for each such Master Ballot Agent's reasonable costs and expenses associated with the distribution of copies of Ballots to the beneficial owners of such claims and tabulation of the Ballots; and it is further

ORDERED that with respect to those members of Class 10 who are holders of the Debtors' publicly traded stock, the Debtors shall distribute copies of the Confirmation Hearing Notice and notices of non-voting status to the parties reflected in the records maintained by the Debtors' transfer agents as of the close of business on the Record Date, which include, without limitation, the brokers, dealers, commercial banks, trust companies, or other nominees (collectively, the "Nominee Stockholders") through which the beneficial owners (collectively, the "Beneficial Stockholders") hold stock. The Debtors shall provide each Nominee Stockholder with reasonably sufficient copies of the Confirmation Hearing Notice and notices of non-voting status to distribute to the Beneficial Stockholders for whom such Nominee Stockholders hold stock. The Debtors shall be responsible for each such Nominee Stockholders' reasonable costs and expenses associated with the distribution of copies of the Confirmation Hearing Notice and notices of non-voting status to the Beneficial Stockholders; and it is further

ORDERED that each Master Ballot Agent shall forward the Class 6 Ballot forms to the beneficial holders of the Class 6 Convertible Subordinated Note Claims as of the close of business on the Record Date within five (5) business days of the receipt by such Master Ballot Agents of the solicitation materials; and it is further

ORDERED that each Master Ballot Agent shall receive returned Ballots from the beneficial owners, tabulate the results, and return, *inter alia*, such results to Logan & Company, Inc. ("Logan") in a Master Ballot by the Voting Deadline (as defined below); and it is further

ORDERED that the Master Ballot Agents shall complete the Master Ballots according to the instructions set forth in the Master Ballots; and it is further

ORDERED that (a) a Solicitation Package and a notice of non-voting status, substantially in the forms annexed to the Motion as Exhibits D and E, is to be distributed to (i) holders of unimpaired Claims in Classes 2, 3 and 9 and (ii) all holders of Claims or Interests

in Classes 8 and 11 under the Plan, respectively, which Classes are not entitled to vote to accept or reject the Plan, and (b) a Confirmation Hearing Notice and notice of non-voting status, substantially in the form annexed hereto as Exhibit A, is to be distributed to holders of Interests in Class 10, which Class is not entitled to vote to accept or reject the Plan; and it is further

ORDERED that except as otherwise provided herein, all Ballots and Master Ballots must be properly executed, completed, and delivered to Logan (i) by mail, in the return envelope provided with each Ballot, (ii) by overnight courier, or (iii) by personal delivery so that they are received by Logan no later than 4:00 p.m., Eastern Time, on April 26, 2002 (the "Voting Deadline"); and it is further

ORDERED that solely for purposes of voting to accept or reject the Plan and not for the purpose of the allowance of, or distribution on account of, a claim and without prejudice to the rights of the Debtors in any other context, each claim within a class of claims entitled to vote to accept or reject the Plan is to be temporarily allowed in an amount equal to the amount of such claim as set forth in a timely filed proof of claim, or, if no proof of claim was filed, the amount of such claim as set forth in the Debtors' (a) schedules of assets and liabilities or (b) schedule of executory contracts and unexpired leases, each dated January 15, 2002, or any amendment thereof (collectively, the "Schedules"), provided that:

1. If a claim is deemed allowed in accordance with the Plan, such claim is allowed for voting purposes in the deemed allowed amount set forth in the Plan, notwithstanding subparagraph (e) of this decretal paragraph;
2. If a claim for which a proof of claim has been timely filed is marked as contingent or unliquidated the Debtors propose that such claim be temporarily allowed for voting purposes only, and not for purposes of allowance or distribution, at \$1.00;
3. If a claim has been estimated or otherwise allowed for voting purposes by order of the Court, such claim is temporarily allowed in the amount so estimated or allowed by the Court for voting purposes only, and not for purposes of allowance or distribution;

4. If a claim is listed in the Schedules as contingent, unliquidated, or disputed, or scheduled in the amount of zero or undetermined, and a proof of claim was not (i) filed by the applicable bar date for the filing of proofs of claim established by the Court or (ii) deemed timely filed by an order of the Court prior to the Voting Deadline, unless the Debtors have consented in writing, such claim shall be disallowed for purposes of receiving notices regarding the Plan or voting on the Plan; and
5. If the Debtors have served an objection to a claim at least five (5) days before the Voting Deadline, such claim shall be temporarily disallowed for voting purposes only and not for purposes of allowance or distribution, except to the extent and in the manner as may be set forth in the objection or order of the Court; and it is further

ORDERED that if any claimant seeks to challenge the allowance or disallowance of its claim for voting purposes in accordance with the above procedures, such claimant is directed to serve on the Debtors and file with the Court on or before the tenth (10th) calendar day after the later of (i) service of the Confirmation Hearing Notice and (ii) service of notice of an objection, if any, to such claim, a motion for an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such claim in a different amount for purposes of voting to accept or reject the Plan; and it is further

ORDERED that as to any creditor filing a motion pursuant to Bankruptcy Rule 3018(a), such creditor's Ballot shall not be counted unless temporarily allowed by the Court for voting purposes after notice and a hearing; and it is further

ORDERED that if no votes to accept or reject the Plan are received with respect to a particular class, such class is deemed to have voted to accept the Plan; and it is further

ORDERED that if a creditor casts more than one Ballot voting the same claim before the Voting Deadline, the last Ballot received before the Voting Deadline is deemed to reflect the voter's intent and thus to supersede any prior Ballots; and it is further

ORDERED that if a creditor submits a Ballot that is properly completed, executed, and timely returned to Logan, but does not indicate an acceptance or rejection of the

Plan, or that indicates both an acceptance and rejection of the Plan, such creditor shall be deemed to have voted to accept the Plan; and it is further

ORDERED that creditors must vote all of their claim(s) within a particular class under the Plan, whether or not such claims are asserted against the same or multiple Debtors, either to accept or reject the Plan and may not split their vote(s), and thus a Ballot that partially rejects and partially accepts the Plan and allocates portions of one or more claims in such manner will be deemed to be a vote to accept the Plan; and it is further

ORDERED that the following types of Ballots will not be counted in determining whether the Plan has been accepted or rejected: (i) any Ballot received after the Voting Deadline unless the Debtors shall have granted, in writing, an extension of the Voting Deadline (whether prior to or following such date) with respect to such Ballot at any time; (ii) any Ballot that is illegible or contains insufficient information to permit the identification of the claimant or interest holder; (iii) any Ballot cast by a person or entity that does not hold a claim in a class that is entitled to vote to accept or reject the Plan; (iv) any Ballot cast for a claim identified as unliquidated, contingent, or disputed for which no proof of claim was timely filed or deemed timely filed; (v) any unsigned Ballot; and (vi) any Ballot transmitted to Logan by facsimile or electronic mail; and it is further

ORDERED that the Confirmation Hearing will be held at 10:00 a.m., Eastern Time on May 7, 2002; *provided, however*, that the Confirmation Hearing may be continued by the Debtors from time to time without further notice except for adjournments announced in open court; and it is further

ORDERED that any objections to confirmation of the Plan must (i) be in writing, (ii) state the name and address of the objecting party and the nature of the claim or interest of such party, (iii) state with particularity the basis and nature of any objection or proposed



modification, and (iv) be filed, together with proof of service, with the Court and served so that they are actually received by: (a) Whiteford, Taylor & Preston L.L.P., attorneys for the Debtors, Seven Saint Paul Street, Suite 1400, Baltimore, Maryland 21202, Attn: Martin Fletcher; (b) Willkie Farr & Gallagher, attorneys for the Debtors, 787 Seventh Avenue, New York, New York 10019, Attn: Marc Abrams; (c) Ropes & Gray, attorneys for the Purchaser, One International Place, Boston, Massachusetts 02110, Attn: James Wilton; (d) Cleary, Gottlieb, Steen & Hamilton, attorneys for the Committee, One Liberty Plaza, 42nd Floor, New York, NY 10006, Attn: Lindsee P. Granfield; (e) Hunton & Williams, attorneys for the Committee, 1751 Pinnacle Drive, Suite 1700, McLean, VA 22102, Attn: Scott Field; and (f) U.S. Trustee, 300 West Pratt Street, Suite 350, Baltimore, MD 21201, Attn: Mark Neal, no later than 4:00 p.m., Eastern Time on April 26, 2002; and it is further

ORDERED that objections to confirmation of the Plan or proposed modification of the Plan, if any, not timely filed and served strictly in the manner set forth above shall not be considered and shall be overruled; and it is further

ORDERED that the Debtors and the Purchaser are authorized to file replies to any objections to confirmation and serve such replies no later than May 3, 2002; and it is further;

ORDERED that the form of Confirmation Hearing Notice, which is annexed hereto as Exhibit B, is approved; and it is further

ORDERED that the date this Order is entered shall be the Record Date for purposes of determining which creditors are entitled to vote on the Plan; and it is further

ORDERED that the Debtors are directed to mail or cause to be mailed solicitation packages containing a copy of this Order (without the exhibits annexed hereto), the Confirmation Hearing Notice, the Disclosure Statement, and the Plan (the "Solicitation

Packages"), by March 27, 2002, to (i) the U.S. Trustee, (ii) attorneys for the Committee, (iii) each person or entity that filed a proof of claim on or before the date of the Disclosure Statement Hearing, except if such claim was paid pursuant to, or expunged by, a prior order of the Bankruptcy Court, (iv) each person or entity listed in the Schedules as holding a contingent, disputed or unliquidated claim or holding a claim in an amount greater than zero, except if such claim was paid pursuant to, or expunged by, a prior order of the Bankruptcy Court, (v) the attorneys for the Purchaser, (vi) all other parties in interest that have filed a request for notice pursuant to Bankruptcy Rule 2002 in the Debtors' chapter 11 cases, (vii) the SEC, (viii) the IRS, (ix) the DOJ, (x) any other known holders of claims against the Debtors, and (xi) all Master Ballot Agents; and it is further

ORDERED that holders of claims in classes entitled to vote to accept or reject the Plan shall receive, as part of their Solicitation Packages, a Ballot and a Ballot return envelope; and it is further

ORDERED that pursuant except as otherwise set forth herein with respect to Class 10, pursuant to sections 1126(f) and (g) of the Bankruptcy Code and Bankruptcy Rule 3017(d), Solicitation Packages for holders of claims against or interests in any Debtor in a class under the Plan that is conclusively presumed to accept or reject the Plan under section 1126(f) or (g) of the Bankruptcy Code will include an applicable notice of non-voting status and will not include a Ballot; and it is further

ORDERED that the Debtors shall publish the Confirmation Hearing Notice not less than twenty five (25) days before the last date to object to confirmation of the Plan in the national edition of *The New York Times* and *The Baltimore Sun*; and it is further

ORDERED that with respect to addresses from which Disclosure Statement Notices or notices of the bar date were returned as undeliverable by the United States Postal

Service, the Debtors are excused from mailing Solicitation Packages to those entities listed at such addresses unless the Debtors are provided with accurate addresses for such entities before the Solicitation Date and that failure to mail Solicitation Packages to such entities will not constitute inadequate notice of the Confirmation Hearing, the Voting Deadline, or violation of Bankruptcy Rule 3017(d); and it is further

ORDERED that the Debtors are authorized to take or refrain from taking any action necessary or appropriate to implement the terms of and the relief granted in this Order without seeking further order of the Court; and it is further

ORDERED that any person or entity that seeks to solicit rejections of the Plan shall seek an Order of the Court, after notice and hearing, for approval of any solicitation materials as containing "adequate information"; and it is further

ORDERED that the Debtors shall provide each non-Debtor party to an Assumed Agreement with notice of its proposed Cure Amount in its Solicitation Package; and it is further

ORDERED that if a non-Debtor party to an Assumed Agreement objects to (i) the Cure Amounts (which include amounts of compensation for actual pecuniary loss) proposed by the Debtors or (ii) the proposed assumption of its respective Assumed Agreement then, on or before the date that is ten (10) calendar days before the date of commencement of the Confirmation Hearing (the "Cure/ Assumption Objection Deadline") (i.e., on or before April 27, 2002), such party shall be required to file and serve an objection (a "Cure/Assumption Objection"), in writing, setting forth with specificity any and all cure obligations that the objecting party asserts must be cured or satisfied in respect of the Assumed Agreement *provided, however*, that if the Debtors amend the pleading to add an executory contract or unexpired lease or to reduce the cure amount thereof, the non-debtor party thereto shall have until ten (10) days after service of such amendment to object, in writing, thereto or to propose

alternative cure amounts and/or any and all objections to the potential assumption of such Assumed Agreement, upon: (i) Whiteford, Taylor & Preston L.L.P., attorneys for the Debtors, Seven Saint Paul Street, Suite 1400, Baltimore, Maryland 21202, Attn: Martin Fletcher; (ii) Willkie Farr & Gallagher, attorneys for the Debtors, 787 Seventh Avenue, New York, New York 10019, Attn: Marc Abrams; (iii) Ropes & Gray, attorneys for the Purchaser, One International Place, Boston, Massachusetts 02110, Attn: James Wilton; (iv) Cleary, Gottlieb, Steen & Hamilton, attorneys for the Committee, One Liberty Plaza, 42nd Floor, New York, NY 10006, Attn: Lindsee P. Granfield; (v) Hunton & Williams, attorneys for the Committee, 1751 Pinnacle Drive, Suite 1700, McLean, VA 22102, Attn: Scott Field; (vi) the Clerk of the Court; and (vii) the U.S. Trustee, 300 West Pratt Street, Suite 350, Baltimore, MD 21201, Attn: Mark Neal, so that the Cure/ Assumption Objection is received no later than noon on the Cure/Assumption Objection Deadline; and it is further

ORDERED that if a Cure/Assumption Objection is timely filed, the Bankruptcy Court shall hold a hearing to determine the amount of any disputed cure amount or objection to assumption not settled by the parties. The Debtors may, in their sole discretion, extend the Cure/Assumption Objection Deadline once or successively without further notice, but they are not obligated to do so; and it is further

ORDERED that in the event that no Cure/Assumption Objection is timely filed, the applicable party shall be deemed to have consented to the Cure Amount proposed by the Debtors and shall be forever enjoined and barred from seeking any additional amount on account of the Debtors' cure obligations under section 365 of the Bankruptcy Code from the Debtors, the Estate, the Reorganized Debtors or the Purchaser. In addition, if no timely Cure/Assumption Objection is filed, upon the Effective Date of the Plan, the Reorganized Debtors shall enjoy all of the rights and benefits under each Assumed Agreement without the

necessity of obtaining any party's written consent to the Reorganized Debtors' assumption of retention of such rights and benefits; and it is further

ORDERED that notwithstanding anything herein to the contrary, at all times through the date that is five (5) Business Days after the Bankruptcy Court enters an order resolving and fixing the amount of a disputed cure amount, the Debtors and the Reorganized Debtors shall have the right to reject the Assumed Agreement at issue; and it is further

ORDERED that the Debtors are authorized to make nonsubstantive changes to the Disclosure Statement, the Plan, and related documents without further order of the Court, including, without limitation, changes to correct typographical and grammatical errors, changes to update projected claims and recovery estimates, and to make conforming changes among the Disclosure Statement, the Plan, and any other materials in the Solicitation Package prior to their mailing. To the extent any of the documents annexed hereto as exhibits are inconsistent with any provision of this Order, prior to solicitation, the Debtors shall modify such documents as appropriate to conform with this Order.

A handwritten signature in black ink, appearing to read 'E. Stephen Derby', is written over a horizontal line.

E. Stephen Derby  
United States Bankruptcy Judge

cc: / Marc Abrams, Esquire  
Paul Shalhoub, Esquire  
Rachel C. Strickland, Esquire  
Willkie Farr & Gallagher  
787 Seventh Avenue  
New York, NY 10019-6099

✓ Martin T. Fletcher, Esquire  
✓ Paul M. Nussbaum, Esquire  
Karen H. Moore, Esquire  
Whiteford Taylor & Preston LLP  
Seven Saint Paul Street, Suite 1400  
Baltimore, Maryland 21202

✓ James Wilton, Esquire  
✓ Ropes & Gray  
One International Place  
Boston, Massachusetts 02110

✓ Lindsee P. Granfield, Esquire  
✓ Cleary, Gottlieb, Steen & Hamilton  
One Liberty Plaza 42nd Floor  
New York, NY 10006

✓ Scott D. Field, Esquire  
✓ Hunton & Williams  
1751 Pinnacle Drive, Suite 1700  
McLean, VA 22102

✓ William T. Price, Esquire  
✓ USinternetworking, Inc.  
One USi Plaza  
Annapolis, MD 21401-7478

✓ Mark A. Neal, Esquire  
✓ 300 W. Pratt Street  
Suite 350  
Baltimore, MD 21201

EXHIBIT A.

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF MARYLAND  
(Baltimore Division)**

<b>In re:</b>	*	
<b>USINTERNETWORKING, INC., <u>et al.</u></b>	*	Case No: 02-5-0215-SD
		through 02-5-0219-SD
<b>Debtors.</b>	*	(Chapter 11)
	*	Jointly Administered

\* \* \* \* \*

**NOTICE OF NON-VOTING STATUS WITH  
RESPECT TO IMPAIRED INTERESTS AND LLC INTERESTS**

PLEASE TAKE NOTICE THAT on March 22, 2002, the United States Bankruptcy Court for the District of Maryland, Baltimore Division, (the "Court") approved the Disclosure Statement for the Debtors' Second Amended Joint Chapter 11 Plan of Reorganization (as amended, the "Disclosure Statement") filed by the above-captioned debtors and debtors in possession (as amended, the "Debtors") for use by the Debtors in soliciting acceptances or rejections of the Debtors' Second Amended Joint Chapter 11 Plan of Reorganization, dated March 19, 2002 (as may be further amended, the "Plan"), from holders of impaired claims who are (or may be) entitled to receive distributions under the Plan.

PLEASE TAKE FURTHER NOTICE THAT Section 12.04 of the Plan provides in pertinent part that:

To the fullest extent permitted by applicable law, each Holder of a Claim (whether or not Allowed) against or Interest in the Debtors, the Estate or the Reorganized Debtors shall be enjoined from commencing or continuing any action, employment of process or act to collect, offset or recover and shall be deemed to release any Claim against (i) any Directors and Officers arising from the beginning of time through the Confirmation Date or which might at any time after the Confirmation Date arise out of or relate, directly or indirectly, to any pre-Confirmation Date acts or omissions related to his or her acts or omissions to act (including, but not limited to, any claims arising out of any alleged fiduciary or other duty), or (ii) any Representative arising from or related to such Representative's acts or omissions to act in the Chapter 11 Case or in connection with the Transactions.



*your stock interests are cancelled, and*

**UNDER THE TERMS OF THE PLAN, YOU ARE NOT ENTITLED TO RECEIVE OR RETAIN ANY PROPERTY ON ACCOUNT OF YOUR INTEREST(S) IN THE DEBTORS. ~~AND~~ THEREFORE, PURSUANT TO SECTION 1126(g) OF TITLE 11 OF THE UNITED STATES CODE, YOU ARE (I) DEEMED TO HAVE REJECTED THE PLAN, AND (II) NOT ENTITLED TO VOTE ON THE PLAN. YOU MAY OBTAIN A COPY OF THE PLAN AND DISCLOSURE STATEMENT ONLINE AT WWW.CIC-ONLINE.COM/USI.HTM OR BY SUBMITTING A WRITTEN REQUEST TO LOGAN & COMPANY, INC. VIA FACSIMILE AT 973-509-3191. IF YOU HAVE ANY QUESTIONS ABOUT THE STATUS OF YOUR INTEREST(S), YOU SHOULD CONTACT LOGAN & COMPANY, INC. AT 973-509-3190.**

Dated: Baltimore, Maryland  
March 27, 2002

**CO-COUNSEL FOR THE DEBTORS:**

**WILLKIE FARR & GALLAGHER**  
787 Seventh Avenue  
New York, NY 10019-6099

**WHITEFORD TAYLOR &  
PRESTON LLP**  
Seven Saint Paul Street  
Baltimore, MD 21202-1626

EXHIBIT B.

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF MARYLAND  
(Baltimore Division)**

**In re:**

**USINTERNETWORKING, INC., *et al.***

**Debtors.**

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Case No: 02-5-0215-SD  
through 02-5-0219-SD  
(Chapter 11)

Jointly Administered

\* \* \* \* \*

**NOTICE OF: (I) APPROVAL OF DISCLOSURE STATEMENT; (II) ESTABLISHMENT  
OF RECORD DATE; (III) HEARING FOR CONFIRMATION OF THE PLAN AND  
PROCEDURES FOR OBJECTING TO CONFIRMATION OF THE PLAN; (IV)  
ESTABLISHMENT OF PROCEDURES AND DEADLINE FOR VOTING ON THE  
PLAN; (V) APPROVING SOLICITATION PACKAGES AND PROCEDURES FOR  
DISTRIBUTION; AND (VI) ESTABLISHMENT OF PROCEDURES FOR  
DETERMINING CURE AMOUNTS AND OBJECTIONS FOR CERTAIN EXECUTORY  
CONTRACTS AND UNEXPIRED LEASES TO BE ASSUMED BY THE DEBTORS**

PLEASE TAKE NOTICE that:

1. By order dated, March 22, 2002 (the "Order"), the United States Bankruptcy Court for the District of Maryland, Baltimore Division, (the "Court") approved the Disclosure Statement for the Debtors' Second Amended Joint Chapter 11 Plan of Reorganization (as amended, the "Disclosure Statement"), dated March 19, 2002, filed by USinternetworking, Inc. and certain of its direct and indirect subsidiaries, as debtors and debtors in possession (collectively, the "Debtors") and directed the Debtors to solicit votes with regard to the acceptance or rejection of the Debtors' Second Amended Joint Chapter 11 Plan of Reorganization, dated March 19, 2002 (as may be further amended, the "Plan"), annexed as an exhibit thereto. Capitalized terms used but not defined herein have the meanings ascribed to such terms in the Order.

2. A hearing (the "Confirmation Hearing") to consider the confirmation of the Plan will be held at 10:00 a.m. Eastern Time on May 7, 2002, before the Honorable E. Stephen Derby in the United States Bankruptcy Court, Garmatz Federal Courthouse, 101 West Lombard Street, Courtroom 9-C, Baltimore, Maryland 21201. The Confirmation Hearing may be continued from time to time without further notice other than the announcement by the Debtors of the adjourned date(s) at the Confirmation Hearing or any continued hearing, and the Plan may be modified, if necessary, pursuant to 11 U.S.C. §1127 prior to, during, or as a result of the Confirmation Hearing, without further notice to interested parties.

3. If you hold a Claim against one of the Debtors as of March 22, 2002, the Record Date as established in the Order, and are entitled to vote to accept or reject the Plan, you have received with this Notice a Ballot form and voting instructions appropriate for your Claim(s). In order for your vote to accept or reject the Plan to be counted, you must complete all required information on the Ballot, execute the Ballot, and return the completed Ballot to Logan & Company, Inc. at the address indicated on the Ballot so as to be received by Logan & Company, Inc. by 5:00 p.m. on April 26, 2002. Any failure to follow the voting instructions included with the Ballot may disqualify your Ballot and your vote.

4. Holders of impaired Interests who will not receive a distribution under the Plan are also not entitled to vote on the Plan and received a Notice of Non-Voting Status in addition to this notice. (This notice describes how you may obtain a copy of the Plan.) Holders of impaired Claims who will not receive a distribution under the Plan are not entitled to vote on the Plan and, therefore, received a Notice of Non-Voting Status rather than a Ballot in their Solicitation Packages. In addition, unless otherwise set forth in an objection, Claims that are the subject of an objection are not entitled to vote on the Plan and, therefore, did not receive a Ballot in their Solicitation Packages. If you disagree with the Debtors' classification of, or objection to, your Claim and believe that you should be entitled to vote on the Plan, and have timely filed a proof of claim by the applicable Bar Date you must serve on the Debtors and file with the Court a motion for an order pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure (a "Rule 3018(a) Motion") temporarily allowing such Claim in a different amount or in a different class for purposes of voting to accept or reject the Plan. All Rule 3018(a) Motions must be filed on or before the tenth (10<sup>th</sup>) day after the later of (i) service of the Confirmation Hearing Notice (*i.e.* this notice) and (ii) service of notice of an objection, if any, to such Claim. In accordance with Bankruptcy Rule 3018, as to any creditor filing a Rule 3018(a) Motion, such creditor's Ballot will not be counted unless temporarily allowed by the Court for voting purposes, after notice and a hearing. Creditors must contact Logan & Company, Inc., the Debtors' balloting agent, at the address set forth below to receive a Ballot for any Claim for which a timely proof of claim and Rule 3018(a) Motion have been filed. Rule 3018(a) Motions that are not timely filed and served in the manner set forth above shall not be considered.

5. Objections, if any, to the confirmation of the Plan must (i) be in writing, (ii) state the name and address of the objecting party and the nature of the Claim or interest of such party, (iii) state with particularity the basis and nature of any objection or proposed modification, and (iv) be filed, together with proof of service, with the Court and served **SO THAT THEY ARE RECEIVED NO LATER THAN 4:00 P.M. EASTERN TIME ON APRIL 26, 2002 BY:** (a) Whiteford, Taylor & Preston L.L.P., attorneys for the Debtors, Seven Saint Paul Street, Suite 1400, Baltimore, Maryland 21202, Attn: Martin Fletcher; (b) Willkie Farr & Gallagher, attorneys for the Debtors, 787 Seventh Avenue, New York, New York 10019, Attn: Marc Abrams; (c) Ropes & Gray, attorneys for the Purchaser, One International Place, Boston, Massachusetts 02110, Attn: James Wilton; (d) Cleary, Gottlieb, Steen & Hamilton, attorneys for the Committee, One Liberty Plaza, 42<sup>nd</sup> Floor, New York, NY 10006, Attn: Lindsee P. Granfield; (e) Hunton & Williams, attorneys for the Committee, 1751 Pinnacle Drive, Suite 1700, McLean, Virginia 22102, Attn: Scott Field; (f) the Clerk of the Court; and (g) U.S. Trustee, 300 West Pratt Street, Suite 350, Baltimore, Maryland 21201, Attn: Mark Neal.

**6. OBJECTIONS NOT TIMELY FILED AND SERVED IN THE MANNER SET FORTH ABOVE SHALL NOT BE CONSIDERED AND SHALL BE OVERRULED.** The Debtors and the Purchaser may serve replies to such objections and proposed modifications by no later than May 3, 2002.

7. Any holder of a Claim (i) that is listed in the Schedules at zero and (ii) for which no proof of claim was (a) filed by the applicable bar date for the filing of proofs of claim established by the Court or (b) deemed timely filed by an order of the Court prior to the Voting Deadline, unless the Debtors have consented in writing, shall not be treated as a creditor with respect to such Claim for purposes of receiving notices regarding the Plan or voting on the Plan.

8. If you are the non-Debtor party to an executory contract or unexpired lease to be assumed under Section 7.01 of the Plan, you should have received with your Solicitation Package a notice listing the cure amount (including amounts of compensation for actual pecuniary loss) (the "Cure Amount") proposed by the Debtors with respect to your contract or lease. If you object to (i) the Cure Amount listed by the Debtors or (ii) the proposed assumption of your contract or lease, then, (a) on or before the date that is ten (10) days before the date of the Confirmation Hearing (i.e., on or before April 27, 2002), or (b) if the Debtors have modified and amended the pleading that lists the executory contracts and unexpired leases to be assumed to (1) add or subject an executory contract or unexpired lease that you are a party to and/or (2) amend or modify any Cure Amount relating to an executory contract or unexpired lease that you are a party to, on or before the date that is ten (10) days after the date of service of such modification and amendment:

- (a) You must file and serve an objection, (a "Cure/Assumption Objection"), in writing, setting forth with specificity any and all cure obligations (including amounts of compensation for actual pecuniary loss) that you assert must be cured or satisfied in respect of the Assumed Agreement and/or any and all objections you have to the potential assumption of such Assumed Agreement, together with all documentation supporting such cure claim or objection, upon: (i) Whiteford, Taylor & Preston L.L.P., attorneys for the Debtors, Seven Saint Paul Street, Suite 1400, Baltimore, Maryland 21202, Attn: Martin Fletcher; (ii) Willkie Farr & Gallagher, attorneys for the Debtors, 787 Seventh Avenue, New York, New York 10019, Attn: Marc Abrams; (iii) Ropes & Gray, attorneys for the Purchaser, One International Place, Boston, Massachusetts 02110, Attn: James Wilton; (iv) Cleary, Gottlieb, Steen & Hamilton, attorneys for the Committee, One Liberty Plaza, 42<sup>nd</sup> Floor, New York, NY 10006, Attn: Lindsee P. Granfield; (v) Hunton & Williams, attorneys for the Committee, 1751 Pinnacle Drive, Suite 1700, McLean, VA 22102, Attn: Scott Field; (vi) the Clerk of the Court; and (vii) the U.S. Trustee, 300 West Pratt Street, Suite 350, Baltimore, MD 21201, Attn: Mark Neal, so that the Cure/Assumption Objection is received no later than noon on the Cure/Assumption Objection Deadline. If you timely file a Cure/Assumption Objection, the Bankruptcy Court shall hold a hearing to determine the amount of any disputed Cure Amount or

objection to assumption not settled by the parties. The Debtors may, in their sole discretion, extend the Cure/Assumption Objection Deadline once or successively without further notice, but they are not obligated to do so.

- (b) If you fail to timely file a Cure/Assumption Objection, you shall be deemed to have consented to the Cure Amount proposed by the Debtors and shall be forever enjoined and barred from seeking any additional amount on account of the Debtors' cure obligations under section 365 of the Bankruptcy Code from the Debtors, the Estate, the Reorganized Debtors or the Purchaser. In addition, if you fail to timely file a Cure/Assumption Objection with respect to an Assumed Agreement, upon the Effective Date of the Plan, the Reorganized Debtors shall enjoy all of the rights and benefits under each such Assumed Agreement without the necessity of obtaining any party's written consent to the Reorganized Debtors' assumption or retention of such rights and benefits.
- (c) Notwithstanding the foregoing, at all times through the date that is five (5) Business Days after the Bankruptcy Court enters an order resolving and fixing the amount of a disputed Cure Amount, the Debtors and the Reorganized Debtors shall have the right to reject the Assumed Agreement at issue.

9. Any party in interest wishing to obtain (i) information about the solicitation procedures or (ii) copies of the Disclosure Statement and the Plan (Exhibit A to the Disclosure Statement) shall submit a written request to Logan & Company, Inc., 546 Valley Road, 2<sup>nd</sup> Floor, Upper Montclair, NJ 07043, Attn: Dawn Nisler.

Dated: Baltimore, Maryland  
March 27, 2002

**CO-COUNSEL FOR THE DEBTORS:**

**WILLKIE FARR & GALLAGHER**  
787 Seventh Avenue  
New York, NY 10019-6099

**WHITEFORD TAYLOR & PRESTON LLP**  
Seven Saint Paul Street  
Baltimore, MD 21202-1626

# **EXHIBIT A**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF MARYLAND  
(Baltimore Division)**

**In re:**

\*

**USINTERNETWORKING, INC., et al.**

\*

Case No: 02-5-0215-SD

through 02-5-0219-SD

**Debtors.**

\*

(Chapter 11)

\*

Jointly Administered

\* \* \* \* \*

**NOTICE OF NON-VOTING STATUS WITH  
RESPECT TO IMPAIRED INTERESTS AND LLC INTERESTS**

PLEASE TAKE NOTICE THAT on March 22, 2002, the United States Bankruptcy Court for the District of Maryland, Baltimore Division, (the "Court") approved the Disclosure Statement for the Debtors' Second Amended Joint Chapter 11 Plan of Reorganization (as amended, the "Disclosure Statement") filed by the above-captioned debtors and debtors in possession (as amended, the "Debtors") for use by the Debtors in soliciting acceptances or rejections of the Debtors' Second Amended Joint Chapter 11 Plan of Reorganization, dated March 19, 2002 (as may be further amended, the "Plan"), from holders of impaired claims who are (or may be) entitled to receive distributions under the Plan.

PLEASE TAKE FURTHER NOTICE THAT Section 12.04 of the Plan provides in pertinent part that:

To the fullest extent permitted by applicable law, each Holder of a Claim (whether or not Allowed) against or Interest in the Debtors, the Estate or the Reorganized Debtors shall be enjoined from commencing or continuing any action, employment of process or act to collect, offset or recover and shall be deemed to release any Claim against (i) any Directors and Officers arising from the beginning of time through the Confirmation Date or which might at any time after the Confirmation Date arise out of or relate, directly or indirectly, to any pre-Confirmation Date acts or omissions related to his or her acts or omissions to act (including, but not limited to, any claims arising out of any alleged fiduciary or other duty), or (ii) any Representative arising from or related to such Representative's acts or omissions to act in the Chapter 11 Case or in connection with the Transactions.



**UNDER THE TERMS OF THE PLAN, YOUR STOCK INTEREST IS CANCELLED AND YOU ARE NOT ENTITLED TO RECEIVE OR RETAIN ANY PROPERTY ON ACCOUNT OF YOUR INTEREST(S) IN THE DEBTORS. THEREFORE, PURSUANT TO SECTION 1126(g) OF TITLE 11 OF THE UNITED STATES CODE, YOU ARE (I) DEEMED TO HAVE REJECTED THE PLAN, AND (II) NOT ENTITLED TO VOTE ON THE PLAN. YOU MAY OBTAIN A COPY OF THE PLAN AND DISCLOSURE STATEMENT ONLINE AT [WWW.CIC-ONLINE.COM/USL.HTM](http://WWW.CIC-ONLINE.COM/USL.HTM) OR BY SUBMITTING A WRITTEN REQUEST TO LOGAN & COMPANY, INC. VIA FACSIMILE AT 973-509-3191. IF YOU HAVE ANY QUESTIONS ABOUT THE STATUS OF YOUR INTEREST(S), YOU SHOULD CONTACT LOGAN & COMPANY, INC. AT 973-509-3190.**

Dated: Baltimore, Maryland  
March 27, 2002

**CO-COUNSEL FOR THE DEBTORS:**

**WILLKIE FARR & GALLAGHER**  
787 Seventh Avenue  
New York, NY 10019-6099

**WHITEFORD TAYLOR &  
PRESTON LLP**  
Seven Saint Paul Street  
Baltimore, MD 21202-1626

## **EXHIBIT B**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF MARYLAND  
(Baltimore Division)**

**In re:**

\*

**USINTERNETWORKING, INC., *et al.***

\*

Case No: 02-5-0215-SD  
through 02-5-0219-SD  
(Chapter 11)

**Debtors.**

\*

\*

Jointly Administered

\* \* \* \* \*

**NOTICE OF: (I) APPROVAL OF DISCLOSURE STATEMENT; (II) ESTABLISHMENT  
OF RECORD DATE; (III) HEARING FOR CONFIRMATION OF THE PLAN AND  
PROCEDURES FOR OBJECTING TO CONFIRMATION OF THE PLAN; (IV)  
ESTABLISHMENT OF PROCEDURES AND DEADLINE FOR VOTING ON THE  
PLAN; (V) APPROVING SOLICITATION PACKAGES AND PROCEDURES FOR  
DISTRIBUTION; AND (VI) ESTABLISHMENT OF PROCEDURES FOR  
DETERMINING CURE AMOUNTS AND OBJECTIONS FOR CERTAIN EXECUTORY  
CONTRACTS AND UNEXPIRED LEASES TO BE ASSUMED BY THE DEBTORS**

PLEASE TAKE NOTICE that:

1. By order dated, March 22, 2002 (the "Order"), the United States Bankruptcy Court for the District of Maryland, Baltimore Division, (the "Court") approved the Disclosure Statement for the Debtors' Second Amended Joint Chapter 11 Plan of Reorganization (as amended, the "Disclosure Statement"), dated March 19, 2002, filed by USinternetworking, Inc. and certain of its direct and indirect subsidiaries, as debtors and debtors in possession (collectively, the "Debtors") and directed the Debtors to solicit votes with regard to the acceptance or rejection of the Debtors' Second Amended Joint Chapter 11 Plan of Reorganization, dated March 19, 2002 (as may be further amended, the "Plan"), annexed as an exhibit thereto. Capitalized terms used but not defined herein have the meanings ascribed to such terms in the Order.

2. A hearing (the "Confirmation Hearing") to consider the confirmation of the Plan will be held at 10:00 a.m. Eastern Time on May 7, 2002, before the Honorable E. Stephen Derby in the United States Bankruptcy Court, Garmatz Federal Courthouse, 101 West Lombard Street, Courtroom 9-C, Baltimore, Maryland 21201. The Confirmation Hearing may be continued from time to time without further notice other than the announcement by the Debtors of the adjourned date(s) at the Confirmation Hearing or any continued hearing, and the Plan may be modified, if necessary, pursuant to 11 U.S.C. §1127 prior to, during, or as a result of the Confirmation Hearing, without further notice to interested parties.

3. If you hold a Claim against one of the Debtors as of March 22, 2002, the Record Date as established in the Order, and are entitled to vote to accept or reject the Plan, you have received with this Notice a Ballot form and voting instructions appropriate for your Claim(s). In order for your vote to accept or reject the Plan to be counted, you must complete all required information on the Ballot, execute the Ballot, and return the completed Ballot to Logan & Company, Inc. at the address indicated on the Ballot so as to be received by Logan & Company, Inc. by 5:00 p.m. on April 26, 2002. Any failure to follow the voting instructions included with the Ballot may disqualify your Ballot and your vote.

4. Holders of impaired Interests who will not receive a distribution under the Plan are also not entitled to vote on the Plan and received a Notice of Non-Voting Status in addition to this notice. (This notice describes how you may obtain a copy of the Plan.) Holders of impaired Claims who will not receive a distribution under the Plan are not entitled to vote on the Plan and, therefore, received a Notice of Non-Voting Status rather than a Ballot in their Solicitation Packages. In addition, unless otherwise set forth in an objection, Claims that are the subject of an objection are not entitled to vote on the Plan and, therefore, did not receive a Ballot in their Solicitation Packages. If you disagree with the Debtors' classification of, or objection to, your Claim and believe that you should be entitled to vote on the Plan, and have timely filed a proof of claim by the applicable Bar Date you must serve on the Debtors and file with the Court a motion for an order pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure (a "Rule 3018(a) Motion") temporarily allowing such Claim in a different amount or in a different class for purposes of voting to accept or reject the Plan. All Rule 3018(a) Motions must be filed on or before the tenth (10<sup>th</sup>) day after the later of (i) service of the Confirmation Hearing Notice (*i.e.* this notice) and (ii) service of notice of an objection, if any, to such Claim. In accordance with Bankruptcy Rule 3018, as to any creditor filing a Rule 3018(a) Motion, such creditor's Ballot will not be counted unless temporarily allowed by the Court for voting purposes, after notice and a hearing. Creditors must contact Logan & Company, Inc., the Debtors' balloting agent, at the address set forth below to receive a Ballot for any Claim for which a timely proof of claim and Rule 3018(a) Motion have been filed. Rule 3018(a) Motions that are not timely filed and served in the manner set forth above shall not be considered.

5. Objections, if any, to the confirmation of the Plan must (i) be in writing, (ii) state the name and address of the objecting party and the nature of the Claim or interest of such party, (iii) state with particularity the basis and nature of any objection or proposed modification, and (iv) be filed, together with proof of service, with the Court and served **SO THAT THEY ARE RECEIVED NO LATER THAN 4:00 P.M. EASTERN TIME ON APRIL 26, 2002 BY:** (a) Whiteford, Taylor & Preston L.L.P., attorneys for the Debtors, Seven Saint Paul Street, Suite 1400, Baltimore, Maryland 21202, Attn: Martin Fletcher; (b) Willkie Farr & Gallagher, attorneys for the Debtors, 787 Seventh Avenue, New York, New York 10019, Attn: Marc Abrams; (c) Ropes & Gray, attorneys for the Purchaser, One International Place, Boston, Massachusetts 02110, Attn: James Wilton; (d) Cleary, Gottlieb, Steen & Hamilton, attorneys for the Committee, One Liberty Plaza, 42<sup>nd</sup> Floor, New York, NY 10006, Attn: Lindsee P. Granfield; (e) Hunton & Williams, attorneys for the Committee, 1751 Pinnacle Drive, Suite 1700, McLean, Virginia 22102, Attn: Scott Field; (f) the Clerk of the Court; and (g) U.S. Trustee, 300 West Pratt Street, Suite 350, Baltimore, Maryland 21201, Attn: Mark Neal.

**6. OBJECTIONS NOT TIMELY FILED AND SERVED IN THE MANNER SET FORTH ABOVE SHALL NOT BE CONSIDERED AND SHALL BE OVERRULED.** The Debtors and the Purchaser may serve replies to such objections and proposed modifications by no later than May 3, 2002.

7. Any holder of a Claim (i) that is listed in the Schedules at zero and (ii) for which no proof of claim was (a) filed by the applicable bar date for the filing of proofs of claim established by the Court or (b) deemed timely filed by an order of the Court prior to the Voting Deadline, unless the Debtors have consented in writing, shall not be treated as a creditor with respect to such Claim for purposes of receiving notices regarding the Plan or voting on the Plan.

8. If you are the non-Debtor party to an executory contract or unexpired lease to be assumed under Section 7.01 of the Plan, you should have received with your Solicitation Package a notice listing the cure amount (including amounts of compensation for actual pecuniary loss) (the "Cure Amount") proposed by the Debtors with respect to your contract or lease. If you object to (i) the Cure Amount listed by the Debtors or (ii) the proposed assumption of your contract or lease, then, (a) on or before the date that is ten (10) days before the date of the Confirmation Hearing (i.e., on or before April 27, 2002), or (b) if the Debtors have modified and amended the pleading that lists the executory contracts and unexpired leases to be assumed to (1) add or subject an executory contract or unexpired lease that you are a party to and/or (2) amend or modify any Cure Amount relating to an executory contract or unexpired lease that you are a party to, on or before the date that is ten (10) days after the date of service of such modification and amendment:

- (a) You must file and serve an objection (a "Cure/Assumption Objection"), in writing, setting forth with specificity any and all cure obligations (including amounts of compensation for actual pecuniary loss) that you assert must be cured or satisfied in respect of the Assumed Agreement and/or any and all objections you have to the potential assumption of such Assumed Agreement, together with all documentation supporting such cure claim or objection, upon: (i) Whiteford, Taylor & Preston L.L.P., attorneys for the Debtors, Seven Saint Paul Street, Suite 1400, Baltimore, Maryland 21202, Attn: Martin Fletcher; (ii) Willkie Farr & Gallagher, attorneys for the Debtors, 787 Seventh Avenue, New York, New York 10019, Attn: Marc Abrams; (iii) Ropes & Gray, attorneys for the Purchaser, One International Place, Boston, Massachusetts 02110, Attn: James Wilton; (iv) Cleary, Gottlieb, Steen & Hamilton, attorneys for the Committee, One Liberty Plaza, 42<sup>nd</sup> Floor, New York, NY 10006, Attn: Lindsee P. Granfield; (v) Hunton & Williams, attorneys for the Committee, 1751 Pinnacle Drive, Suite 1700, McLean, VA 22102, Attn: Scott Field; (vi) the Clerk of the Court; and (vii) the U.S. Trustee, 300 West Pratt Street, Suite 350, Baltimore, MD 21201, Attn: Mark Neal, so that the Cure/Assumption Objection is received no later than noon on the Cure/Assumption Objection Deadline. If you timely file a Cure/Assumption Objection, the Bankruptcy Court shall hold a hearing to determine the amount of any disputed Cure Amount or

objection to assumption not settled by the parties. The Debtors may, in their sole discretion, extend the Cure/Assumption Objection Deadline once or successively without further notice, but they are not obligated to do so.

- (b) If you fail to timely file a Cure/Assumption Objection, you shall be deemed to have consented to the Cure Amount proposed by the Debtors and shall be forever enjoined and barred from seeking any additional amount on account of the Debtors' cure obligations under section 365 of the Bankruptcy Code from the Debtors, the Estate, the Reorganized Debtors or the Purchaser. In addition, if you fail to timely file a Cure/Assumption Objection with respect to an Assumed Agreement, upon the Effective Date of the Plan, the Reorganized Debtors shall enjoy all of the rights and benefits under each such Assumed Agreement without the necessity of obtaining any party's written consent to the Reorganized Debtors' assumption or retention of such rights and benefits.
- (c) Notwithstanding the foregoing, at all times through the date that is five (5) Business Days after the Bankruptcy Court enters an order resolving and fixing the amount of a disputed Cure Amount, the Debtors and the Reorganized Debtors shall have the right to reject the Assumed Agreement at issue.

9. Any party in interest wishing to obtain (i) information about the solicitation procedures or (ii) copies of the Disclosure Statement and the Plan (Exhibit A to the Disclosure Statement) shall submit a written request to Logan & Company, Inc., 546 Valley Road, 2<sup>nd</sup> Floor, Upper Montclair, NJ 07043, Attn: Dawn Nisler.

Dated: Baltimore, Maryland  
March 27, 2002

CO-COUNSEL FOR THE DEBTORS:

WILLKIE FARR & GALLAGHER  
787 Seventh Avenue  
New York, NY 10019-6099

WHITEFORD TAYLOR & PRESTON LLP  
Seven Saint Paul Street  
Baltimore, MD 21202-1626